

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
WOODBIDGE GROUP OF COMPANIES,)	Case No. 17-12560 (BLS)
LLC, <i>et.al.</i> ,)	
)	Jointly Administered
Debtors.)	
)	
<u>MICHAEL GOLDBERG, as Liquidating</u>)	
Trustee of the Woodbridge Liquidation)	
Trust, successor in interest to the estates of)	
WOODBIDGE GROUP OF COMPANIES,)	
LLC, <i>et. al.</i> ,)	Adv. Proc. No. 19-50847 (BLS)
)	
Plaintiff,)	
)	
v.)	
)	
HART PLACEMENT AGENCY, INC.)	
)	
Defendant.)	
)	
)	

**DEFENDANT’S ANSWER AND AFFIRMATIVE DEFENSES TO
COMPLAINT FOR AVOIDANCE AND RECOVERY OF FRAUDULENT TRANSFERS
PURSUANT TO 11 U.S.C. §§ 544, 548 & 550**

Defendant, Hart Placement Agency, Inc. (the “Defendant”), by and through its undersigned counsel, hereby answers the Complaint for Avoidance and Recovery of Fraudulent Transfers Pursuant to 11 U.S.C. §§ 544, 548 & 550 (the “Complaint”) brought by Michael Goldberg, as Liquidating Trustee (the “Plaintiff”), and states as follows:

NATURE OF THE ACTION

1. The allegations set forth in this paragraph of the Complaint do not contain any facts for which an admission or denial are required. Further, this paragraph of the Complaint contains conclusions of law to which no response is required.

THE PARTIES

2. The allegations set forth in this paragraph of the Complaint refer to a writings, the terms of which speak for themselves such that no response is required. Further, this paragraph of the Complaint contains conclusions of law to which no response is required.

3. Admitted.

JURISDICTION AND VENUE

4. This paragraph of the Complaint contains conclusions of law to which no response is required.

5. This paragraph of the Complaint contains conclusions of law to which no response is required.

6. This paragraph of the Complaint contains conclusions of law to which no response is required. To the extent a response is required, Defendant consents to the entry of final orders by this Court.

7. This paragraph of the Complaint contains conclusions of law to which no response is required.

8. This paragraph of the Complaint contains conclusions of law to which no response is required.

CASE BACKGROUND

9. The allegations set forth in this paragraph of the Complaint refer to a writings, the terms of which speak for themselves such that no response is required.

10. The allegations set forth in this paragraph of the Complaint refer to a writings, the terms of which speak for themselves such that no response is required.

FACTS

11. The allegations set forth in this paragraph of the Complaint refer to a writings, the terms of which speak for themselves such that no response is required. Further, this paragraph of the Complaint contains conclusions of law to which no response is required.

12. The allegations set forth in this paragraph of the Complaint are admitted in part and denied in part. Defendant admits that it was paid to provide staffing services during the four years prior to the bankruptcy Petition Date. At this time, due to a computer crash that Defendant suffered approximately two (2) years ago, Defendant is without knowledge and information sufficient to confirm the remaining allegations set forth in this paragraph of the Complaint and therefore denies the same.

13. The allegations set forth in this paragraph of the Complaint are admitted in part and denied in part. With respect to the first two sentences of this paragraph of the Complaint, Defendant admits that it was paid to provide staffing services, however, due to a computer crash that Defendant suffered approximately two (2) years ago, Defendant is currently without knowledge and information sufficient to admit or deny the exact amounts of such payments, when they were received and/or who made the payments, and therefore denies same. With respect to the third sentence of this paragraph of the complaint, Defendant is without knowledge and information sufficient to admit or deny the allegations, and therefore denies the same. The allegations set forth in the fourth sentence of this paragraph of the Complaint contain conclusions of law to which no response is required.

14. This paragraph of the Complaint contains conclusions of law to which no response is required.

FIRST CLAIM FOR RELIEF

15. This paragraph of the Complaint is an incorporation paragraph to which no response is required. To the extent a response is required, Defendant incorporates by reference each of its above responses as if fully restated herein at length.

16. This paragraph of the Complaint contains conclusions of law to which no response is required.

17. This paragraph of the Complaint contains conclusions of law to which no response is required.

SECOND CLAIM FOR RELIEF

18. This paragraph of the Complaint is an incorporation paragraph to which no response is required. To the extent a response is required, Defendant incorporates by reference each of its above responses as if fully restated herein at length.

19. This paragraph of the Complaint contains conclusions of law to which no response is required. To the extent a response is required, Defendant is without knowledge and information sufficient to admit or deny the allegations, and therefore denies the same.

20. This paragraph of the Complaint contains conclusions of law to which no response is required. To the extent a response is required, Defendant is without knowledge and information sufficient to admit or deny the allegations, and therefore denies the same.

21. This paragraph of the Complaint contains conclusions of law to which no response is required.

THIRD CLAIM FOR RELIEF

22. This paragraph of the Complaint is an incorporation paragraph to which no response is required. To the extent a response is required, Defendant incorporates by reference each of its above responses as if fully restated herein at length.

23. This paragraph of the Complaint contains conclusions of law to which no response is required.

24. This paragraph of the Complaint contains conclusions of law to which no response is required.

AFFIRMATIVE DEFENSES

1. The Complaint fails to state a claim upon which relief can be granted.

2. The requested relief is barred in whole or in part by the doctrine of waiver.

3. The requested relief is barred in whole or in part by the doctrine of estoppel.

4. The requested relief is barred in whole or in part by the statute of limitations.

5. The requested relief is barred in whole or in part to the extent the alleged transfers do not represent transfers of an interest of one or more of the Debtors.

6. The requested relief is barred in whole or in part to the extent the alleged transfers were not intentionally fraudulent.

7. The requested relief is barred in whole or in part to the extent a reasonably equivalent value was exchanged for the alleged transfers.

8. The requested relief is barred in whole or in part to the extent the Debtors were solvent at the time of the alleged transfers.

9. Plaintiff has failed to plead with adequate sufficiency.

10. Plaintiff has no statutory basis to demand costs in connection with this adversary proceeding.

11. Plaintiff has no statutory basis to demand interest in connection with this adversary proceeding.

RESERVATION OF RIGHTS

Defendant reserves the right to add additional defenses as further investigation of the facts and discovery may warrant.

WHEREFORE, Defendant respectfully requests that the Court Dismiss the Complaint with respect to all counts against Defendant and award such other and further relief as is equitable and just.

Dated: January 14, 2020

Respectfully Submitted:

ECKERT SEAMANS CHERIN & MELLOTT, LLC

/s/ Alexandra D. Rogin

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CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing Answer and Affirmative Defenses to the Complaint for Avoidance and Recovery of Fraudulent Transfers Pursuant to 11 U.S.C. §§ 544, 548 & 550 was served by First Class U.S. Mail, this 14th day of January, 2020 upon the following:

Pachulski Stang Ziehl & Jones LLP
Andrew W. Caine
Bradford J. Sandler
Colin R. Robinson
919 North Market Street, 17th Floor
Wilmington, DE 19899

/s/ Alexandra D. Rogin

Alexandra D. Rogin